

EXHIBIT E

COMPLIANCE CERTIFICATE

February 18, 2018

The undersigned hereby certifies that he is the CFO of MTE Holdings LLC, a Delaware limited liability company (the “*Company*”), and that as such he is authorized to execute this certificate on behalf of the Company. With reference to Section 5.1(e) of the Term Loan Credit Agreement, dated as of September 17, 2018 (as it may be amended, restated, supplemented or otherwise modified, the “*Credit Agreement*”), by and among the Company, the Lenders from time to time party thereto and Riverstone Credit Management, LLC, as administrative agent and collateral agent for the Lenders (in such capacity, the “*Administrative Agent*”), the undersigned represents and warrants as follows (each capitalized term used herein having the same meaning given to it in the Credit Agreement unless otherwise specified):

1. As of the date hereof, no Default or Event of Default has occurred and is continuing.
2. The Company and its consolidated Subsidiaries are in compliance with Section 6.7 of the Credit Agreement, and attached hereto as Schedule I are detailed calculations demonstrating such compliance.

[Signature Page Follows]

EXECUTED AND DELIVERED as of the date first written above.

MTE HOLDINGS LLC

By: Robert M. Quinn

Name: Bob Quinn

Title: CFO

Schedule I to Compliance Certificate

Calculations for the Fiscal Quarter Ending September 30, 2018

I. Section 6.7(a) Leverage Ratio.

(a) Consolidated Total Debt as of the last day of such Fiscal Quarter	\$318,575,469
(b) Consolidated Adjusted EBITDAX for the four Fiscal Quarters ending on such Fiscal Quarter	\$110,901,396
Leverage Ratio = (a) divided by (b)	2.87x to 1.00
Leverage Ratio shall not be greater than 4.75 to 1.00	
Compliance	Yes

II. Section 6.7(b) Interest Coverage Ratio.

(a) Consolidated Adjusted EBITDAX for the four Fiscal Quarters ending on such Fiscal Quarter	\$110,901,396
(b) Consolidated Interest Expense for such four Fiscal Quarter period	\$33,658,985
Interest Coverage Ratio = (a) divided by (b)	3.29 to 1.00
Interest Coverage Ratio shall not be less than 2.00 to 1.00	
Compliance	Yes

III. Section 6.7(c) Total Asset Coverage Ratio.

(a) Total Asset Value as of the last day of such Fiscal Quarter	\$347,466,667
(b) Consolidated Total Debt as of the last day of such Fiscal Quarter	\$318,575,479
Total Asset Coverage Ratio = (a) divided by (b)	1.09 to 1.00
Total Asset Coverage Ratio shall not be less than 1.00 to 1.00	
Compliance	Yes

IV. Section 6.7(d) PDP Asset Coverage Ratio.

(a) the PV10 of the Group Members' Proved Developed Producing Reserves located on Oil and Gas Properties as of the last day of such Fiscal Quarter \$N/A

(b) the Consolidated Total Debt as of the last day of such Fiscal Quarter \$N/A

PDP Asset Coverage Ratio = (a) divided by (b)

PDP Asset Coverage Ratio shall not be less than 1.00 to 1.00

Compliance N/A